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VIA COURIER

EX PARTE

FILED/ACCEPTED
APR 22 2008
Federal Communications Commission
Office of the Secretary

April 22, 2008

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: *In the Matter of Petition of Qwest Corporation for Forbearance Pursuant to 47 U.S.C. § 160(c) in the Denver Metropolitan Statistical Area,* WC Docket No. 07-97

Dear Ms. Dortch:

Qwest Corporation hereby submits the attached *ex parte* and request for confidential treatment (pursuant to the relevant Protective Orders) of certain confidential and highly confidential information included in the *ex parte*, in the above-captioned proceeding.

One copy of the non-redacted version is being submitted; and two copies of the redacted version are being submitted. For both the redacted and non-redacted versions, an extra copy is provided to be stamped and returned to the courier. Both the redacted and non-redacted versions of the *ex parte* are being served on Staff of the Commission's Wireline Competition Bureau as indicated below. This cover letter does not contain any confidential information.

If you have any questions concerning this submission, please contact me using the information above.

Sincerely,

/s/ Melissa E. Newman

Attachments

No. of Copies rec'd 0+1
List ABCDE

cc: (via e-mail)

Denise Coca (denise.coca@fcc.gov)
Jeremy Miller (Jeremy.miller@fcc.gov)
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Gary Remondino (two hard copies of the non-redacted version & via gary.remondino@fcc.gov)

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Corporate Counsel

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VIA COURIER

EX PARTE

April 22, 2008

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: *In the Matter of Petition of Qwest Corporation for Forbearance Pursuant to 47 U.S.C. § 160(c) in the Denver Metropolitan Statistical Area,* WC Docket No. 07-97

Dear Ms. Dortch:

Qwest Corporation ("Qwest") hereby requests confidential and highly confidential treatment of certain information included in the associated *ex parte*. The confidential and/or highly confidential information includes: boundaries of Qwest's Denver Metropolitan Statistical Area ("MSA") service territory, wireless subscriber counts, analysis of reasons that Denver business and wireline customers disconnect Qwest service, ratios of subscribers inside and outside the Denver MSA in certain Qwest rate centers, and Qwest's listings to lines ratios in the Denver MSA.

The confidential information is submitted pursuant to the June 1, 2007 First Protective Order (22 FCC Rcd 10129, DA 07-2292) in WC Docket No. 07-97. The highly confidential information is submitted pursuant to the June 1, 2007 Second Protective Order (22 FCC Rcd 10134, DA 07-2293) in WC Docket No. 07-97. As required by the First Protective Order and the Second Protective Order, the confidential information (that is, the non-redacted version) is marked **CONFIDENTIAL – SUBJECT TO FIRST PROTECTIVE ORDER IN WC DOCKET NO. 07-97 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION**, and the highly confidential information is marked **HIGHLY CONFIDENTIAL – SUBJECT TO SECOND PROTECTIVE ORDER IN WC DOCKET NO. 07-97 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION.** Pursuant to both the First Protective Order and the Second Protective Order, Qwest requests that the non-redacted version of this *ex parte* (containing confidential and highly confidential information) be withheld from public inspection.

Qwest considers this confidential and highly confidential information as being extremely competitively-sensitive in nature. This type of information is "not routinely available for public inspection" pursuant to both Federal Communications Commission ("Commission") rules 47 C.F.R. §§ 0.457(d) and 0.459 (as Qwest explained and for which it provided legal justification in its Request for Confidential Treatment and Confidentiality Justification submitted with its four Petitions for Forbearance (including the one for the Denver, Colorado MSA) on April 27, 2007.

Qwest is simultaneously submitting, under separate covers, a non-redacted and a redacted version of the associated *ex parte*. The redacted version of the *ex parte* is marked "**REDACTED - FOR PUBLIC INSPECTION**" and the confidential maps have also been redacted. Both the redacted and non-redacted versions of the *ex parte* are the same except that in the non-confidential version the confidential and highly confidential information has been omitted. This cover letter does not contain any confidential information.

If you have any questions concerning this submission, please call me on 303-383-6653.

Sincerely,

/s/ Daphne E. Butler

Attachment

Denver MSA
Attachment 1

Request 1: Clarify the geographic area for which Qwest is seeking relief. For example, can a definition such as county be used to clarify the geographic areas at issue?

Response: To assist the FCC with geographic context of Qwest's request for forbearance in the Denver MSA, Qwest has developed two map views of Qwest's wire center service area.

The first view consists of a state-level map showing the geographic location of the grouping of Qwest "forbearance" wire centers within Colorado, with county boundaries relevant to the wire center grouping (for ease of reference, county boundaries outside the area for which Qwest is seeking relief are not shown). (Confidential Map 1CO)

The second view is a detailed map showing the individual Qwest wire centers within the Denver MSA for which Qwest is seeking relief. For ease of reference, each wire center is marked with a number that corresponds to a legend showing the individual wire center names. The detailed map also shows major highways as well as relevant county lines to enhance geographic perspective. (Confidential Map 2CO)

In both maps, the Qwest wire centers for which Qwest is seeking forbearance are shaded in green.

Denver MSA
Attachment 2

Request 2: Qwest wireless subscriber counts. Provide a break down by residence and business customers.

Response: Qwest's wireless subscriber counts, as of December 31, 2007, are provided below and are broken down by residence and business counts. Qwest's wireless service is provided solely via its resale agreement with Sprint Nextel. Qwest has no wireless facilities of its own. The data show that Qwest's wireless subscriber counts for both residence and business in the Denver MSA are **BEGIN HIGHLY CONFIDENTIAL***** *****END HIGHLY CONFIDENTIAL.**

*****BEGIN HIGHLY CONFIDENTIAL*****
Qwest Wireless Subscriber Counts
As of December 31, 2007

MSA	Residence	Business	Total
Denver			

*****END HIGHLY CONFIDENTIAL*****

The TNS Telecoms data below corroborate the observation that Qwest is **BEGIN HIGHLY CONFIDENTIAL***** *****END HIGHLY CONFIDENTIAL** in the wireless market. Based upon sampling,TNS reports at a 90% confidence level that Qwest has a residential subscriber "share" of **BEGIN HIGHLY CONFIDENTIAL***** *****END HIGHLY CONFIDENTIAL** in the Denver-Aurora-Boulder CSA[1] and a statewide small business revenue "share" of **BEGIN HIGHLY CONFIDENTIAL***** *****END HIGHLY CONFIDENTIAL.**

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TNS Telecoms Data

Qwest Share of Wireless Households – Qwest Footprint (rolling 4 quarters) 4Q 2007		
	Share	Sample Size
Denver-Aurora-Boulder CSA		

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Because the Qwest share of wireless small business revenue is **BEGIN HIGHLY CONFIDENTIAL***** *****END HIGHLY CONFIDENTIAL,** the small business

[1] TNS Telecoms uses Census Statistical Area ("CSA") which includes Boulder in the Denver market area. While the Denver MSA does not include Boulder, Qwest does not believe the results would be substantially different if Boulder were excluded from the TNS Telecoms analysis.

results are provided at a state level, given the **BEGIN HIGHLY CONFIDENTIAL*** ***END HIGHLY CONFIDENTIAL.**

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TNS Telecoms Data

Qwest Share of Wireless Small Business Revenue – Qwest Footprint (rolling 4 quarters) 4Q 2007		
	Share	**Sample Size**
Colorado		

*****END HIGHLY CONFIDENTIAL*****

Statewide Wireless Data

Also provided below are the estimates of Qwest's wireless subscriber share based on the relationship of Qwest's statewide wireless lines to the total wireless lines identified by the FCC. These data show Qwest's wireless share in Colorado at **BEGIN HIGHLY CONFIDENTIAL *** ***END HIGHLY CONFIDENTIAL.** Qwest believes even these percentages are likely to be overstated, given that the denominator (the industry total) is from a time period that is six months earlier than the numerator (the Qwest total). That is, the industry total as of December 31, 2007 (the date of the Qwest line counts) was likely over 3,756,215.

FCC Reported Total Mobile Wireless Telephone Subscribers As of June 30, 2007[2]	
Colorado	3,756,215

*****BEGIN HIGHLY CONFIDENTIAL*****

Qwest Wireless Subscriber Counts As of December 31, 2007				
	Residence	**Business**	**Total**	**Qwest Total as a Percent of Industry Total**
Colorado				

*****END HIGHLY CONFIDENTIAL*****

[2] Source: Table 14 of the FCC's report on *Local Telephone Competition Status as of June 30, 2007*, rel. Mar. 20, 2008.

Denver MSA
Attachment 3

Request 3: To what extent is the line loss described in the declarations due to factors other than competition? To what extent are Qwest retail access lines being "cannibalized" by other Qwest services? (For example, if a Qwest local exchange residential customer decides to move to Qwest VoIP or Qwest Wireless service, what is that quantity?)

Response: As described in the Brigham/Teitzel declaration in this proceeding, Qwest's retail residential and business access line base had steadily increased through the year 2000, but has sharply declined since that time. The Brigham/Teitzel declaration provides extensive facts regarding the dramatic rise in the number of competitive alternatives in the Denver MSA that are available to Qwest's current and former customers, and these alternatives collectively are the primary reason for the decline in Qwest's retail access line base. There are many reasons, beyond competitive reasons, customers choose to disconnect Qwest access lines, many of which have existed for decades. For instance, customers disconnect access lines for reasons such as downsizing, moving out of state, non-payment of bill, transition to other Qwest services, etc. In an attempt to track the effects of competition versus other factors, since the same factors, other than the current level of competition, existed prior to the year 2000 and Qwest's net access line growth was steady until that time, Qwest established in late 2005[3] a "disconnect reason" tracking process to quantify the various reasons for disconnection of retail business and residential access lines which contribute to Qwest's declining access line base.

Qwest offers the following "disconnect reason" summaries in Tables 3.1 and 3.2 below for the Denver MSA,[4] which is produced separately for retail residential and business local exchange categories, to provide data showing the major disconnect reasons reported and tracked. There are several caveats associated with this information, as follows:

- The data shown encompasses the period of February 2006 through March 2008. January 2006 data was not retained. It is not possible to correlate the "disconnect reason" data with the vintage of access line data reported in the Brigham/Teitzel declaration since this process either did not exist (with respect to the year 2000) or was in its infancy (with respect to 2006). This information is provided to aid the FCC in determining the approximate extent to which competitive factors contribute to Qwest's declining access line base versus non-competitive factors.
- The data shown is strictly related to disconnect activity and does not reflect the effects of installations that also occurred during this timeframe.
- The data is not tracked in a manner that precisely mirrors the Qwest service area in the Denver MSA. However, it includes areas that comprise the majority of

[3] This tracking process was in development prior to 2005, but the process was changed/improved several times and the results do not align with results utilizing the current process.

[4] The definition for the reasons shown in Tables 3.1 and 3.2 is shown in Table 3.3.

Qwest's footprint in the Denver MSA and provides useful insight into reasons for retail access line disconnects in the MSA.

- The disconnect reasons reflected in the report are not all-inclusive and are not necessarily precise. In many instances, a customer will decline to provide a reason for an access line disconnect request, even though the line may be disconnected due to the customer leaving Qwest for a competitor. In that instance, the disconnect reason is noted and tracked as "unknown" or "other." In other instances, a customer may report the reason for an additional line disconnect as "downsizing," when in fact, the additional line may be being disconnected since the customer is using a cellular telephone in lieu of the additional line. The report simply tracks the reason cited. This report was designed for internal Qwest use to identify trends and the individual results should not be interpreted to be absolutes.

Under these caveats, the following "disconnect reason" data is provided for Qwest's service area in the Denver MSA.

Table 3.1
Qwest Access Line Disconnects by Reason
Denver-Aurora, CO
February 2006 – March 2008

*****BEGIN HIGHLY CONFIDENTIAL*****

Product: Basic Exchange Business	
Disconnect Reason	**Total**
Abandoned service	
Bankruptcy	
Competition - Service	
Consolidate Billing	
Deceased	
Disaster (Fire, Flood etc.)	
Downsizing	
Legal/Law Enforcement	
Moving Out of Region	
Non - Payment	
Can't Afford	
Closing Bus	
Competition - Other	
Competition - Price	
Competition - Prod Qlty	
Competition - Wireless Non-Qwest	
Competition Mvg	
Competition Prod N/A	
Moving w/i Qwest	
Product Migration	
Protect Revenue	
Qwest Wireless (Wireline to Wireless)	
Refused/Declined	
Resale	
Seasonal Disconnect	
Supercede (Change of Responsibility)	
Unknown	
GRAND TOTAL	

Table 3.2

Qwest Access Line Disconnects by Reason
Denver-Aurora, CO
February 2006 – March 2008

Product: Basic Exchange Residence	
Disconnect Reason	**Total**
Abandoned service	
Bankruptcy	
Competition - Service	
Consolidate Billing	
Deceased	
Disaster (Fire, Flood etc.)	
Downsizing	
Legal/Law Enforcement	
Moving Out of Region	
Non - Payment	
Can't Afford	
Competition - Other	
Competition - Price	
Competition - Prod Qlty	
Competition - Wireless Non-Qwest	
Competition Mvg	
Competition Prod N/A	
Moving – Svc Later	
Moving w/i Qwest	
Product Migration	
Protect Revenue	
Qwest Wireless (Wireline to Wireless)	
Refused/Declined	
Resale	
Seasonal Disconnect	
Supercede (Change of Responsibility)	
Unknown	
GRAND TOTAL	

END HIGHLY CONFIDENTIAL

Table 3.3
Definition of Qwest Local Exchange Service Disconnect Reasons

Abandoned service: Customer abandons Qwest service without notifying Qwest.

Bankruptcy: Customer disconnects service due to bankruptcy.

Competition – Service: Customer dissatisfied with Qwest service and reports that service will be disconnected and moved to Qwest competitor, without providing additional detail regarding the reason for the dissatisfaction.

Consolidate Billing: Customer with multiple accounts wishes to consolidate service into a single account and removes one or more lines in conjunction with the billing consolidation.

Deceased: Customer passes away and an order is subsequently placed by the administrator of the customer's affairs to disconnect the service.

Disaster (Fire, Flood etc.): The customer's premises is damaged by a disaster and service is disconnected until the premises is restored.

Downsizing: The customer wishes to downsize the number of residential or business lines in service to align with present telecom service needs.

Legal/Law Enforcement: Qwest disconnects a customer's line as a direct result of a legal order to do so.

Moving Out of Region: Customer is disconnecting all service and moving outside Qwest's 14-state local service region.

Non – Payment: Access line is disconnected for reason of customer non-payment of the Qwest service bill.

Can't Afford: Customer reports line is being disconnected because he/she can no longer afford to continue to subscribe to Qwest service.

Closing Bus: Line is being disconnected because business is closing.

Competition – Other: Customer reports line is being disconnected and being moved to a Qwest competitor's service, without providing any additional details for the reason(s) Qwest's service is not satisfactory.

Competition – Price: Customer reports line is being disconnected and being moved to a Qwest competitor's service because Qwest's price was not satisfactory.

<u>Competition - Prod Qlty:</u> Customer reports line is being disconnected and being moved to a Qwest competitor's service because Qwest's product quality was not satisfactory.

<u>Competition - Wireless Non-Qwest:</u> Customer reports line is being disconnected and the customer is utilizing a non-Qwest wireless service for his/her telecom needs in lieu of the Qwest landline service.

<u>Competition Mvg:</u> Customer reports that he/she is moving and will be subscribing to a Qwest competitor's service at the new location.

<u>Competition Prod N/A:</u> Customer reports line is being disconnected and being moved to a Qwest competitor's service because Qwest did not have products available to meet the customer's present telecommunications needs.

<u>Moving – Svc Later:</u> Customer reports line is being disconnected because the customer is moving to a new location and is not yet ready to order Qwest service at the new location.

<u>Moving w/i Qwest:</u> Line is being disconnected because the customer is moving to another location within Qwest's 14-state region.

<u>Product Migration:</u> Local exchange line is being replaced by another Qwest service (*e.g.*, a 1FB line has been replaced by Qwest ISDN service).

<u>Protect Revenue:</u> Qwest initiates a disconnect of a customer's line to protect Qwest's revenues (*e.g.*, may occur in instances where the Qwest service is being used in a fraudulent manner by the customer).

<u>Qwest Wireless (Wireline to Wireless):</u> Customer elects to disconnect a Qwest local exchange landline service and utilize Qwest Wireless service for his/her telecommunications needs.

<u>Refused/Declined:</u> Customer disconnects Qwest local exchange service but refuses or declines to provide a reason for the disconnect.

<u>Resale:</u> Customer elects to convert Qwest retail local exchange service to the service of a reseller. In this instance, the customer retains the same telephone number and local exchange facilities, but Qwest is no longer the provider of record and the service is billed to the customer by a third party reseller of Qwest's local exchange service.

<u>Seasonal Disconnect:</u> Customer reports the local exchange service is being disconnected for a certain period, but will be reconnected in the future.

<u>Supercede (Change of Responsibility):</u> A billing change in which the local exchange service at a location is assumed by a new subscriber (*e.g.*, a subscriber vacates a premises and the new subscriber moving into the premises wishes to assume responsibility for the former customer's local exchange service).

Unknown: No disconnect reason code entered.

Denver MSA
Attachment 4

Request 4: Provide the following additional detail regarding the method Qwest used to estimate competitors' access lines in each of the four MSAs:

- Explain how the white page listing counts include data that is specific strictly to the geographic areas for which Qwest is seeking relief.
- Explain if or how the method Qwest used for using white page listings is different in the declarations versus what has been filed in the recent ex parte data update.
- Explain the ratios applied to white pages listings to estimate competitors' access line counts. Did Qwest use customer data to develop these ratios? Why is it appropriate to assume those same ratios apply to Qwest's competitors?
- Explain if and why Qwest is "inflating" the listings counts to approximate competitor access lines.
- Provide Qwest white page listings counts (residence and business) for each MSA.
- Explain what the **BEGIN HIGHLY CONFIDENTIAL***** *****END HIGHLY CONFIDENTIAL** means on the Qwest version of "Exhibit B" filed in the data update to calculate "share" like the FCC did in the Verizon Order. Explain why the **BEGIN HIGHLY CONFIDENTIAL***** *****END HIGHLY CONFIDENTIAL** isn't used for the data for all four MSAs. Does the percentage vary? If so, why?

Response: Qwest relied upon the white pages listings associated with the facilities-based lines of its competitors to estimate the competitive local exchange carriers' ("CLEC") facilities-based lines in the Denver MSA. CLEC "facilities-based" lines are access lines served by CLECs (including cable companies) via: 1) non-Qwest local switching facilities and non-Qwest loop facilities; or 2) non-Qwest local switching facilities and loop facilities purchased from Qwest. Listings associated with CLEC services that are platform-based or that are resold Qwest services are maintained in a separate database and were not included in this analysis.

Qwest recognizes that its methodology for estimating competitors' facilities-based lines by deriving line counts from white pages listings produces an imperfect result. By definition an estimate is, after all, an approximate calculation. However, absent full knowledge of the quantity and location of its competitors' facilities-based lines, which for obvious reasons no competitor provides to Qwest, Qwest has necessarily relied upon the best available information it can access -- *i.e.*, the facilities-based white pages listings of CLECs -- as the basis for approximating the number of facilities-based lines provided by its competitors in these market areas. As explained below, Qwest believes that its methodology may in most cases have erred on the side of *under*statement, rather than overstatement, of its competitors' facilities-based lines in the Denver MSA.

Qwest used the same methodology to derive the estimated CLEC facilities-based line counts for its recent *ex parte* data updates as it had used in support of its original petitions. This included use of the same business and residential listings-to-lines ratios. For Qwest's initial filing, the listings data was extracted from the database on January 25, 2007, and for its recent update the listings were pulled on December 28, 2007.

Description of Methodology

In each case, the listings were pulled on a statewide basis, and the data included separate residential listing counts and business listing counts, by CLEC, and by NPA/NXX. Qwest then queried the Local Exchange Routing Guide ("LERG") database to determine the rate center that was associated with each NPA/NXX. With respect to geographic area, the rate center is the lowest common denominator that applies to switching data reported in the LERG by both incumbent local exchange companies and by CLECs. Full facilities-based CLECs, such as Comcast and Cox among others, have no reason to report switching and routing information based on incumbent local exchange carrier ("ILEC") wire centers.

Once a rate center was associated with each NPA/NXX for which there was at least one corresponding CLEC facilities-based listing, the next step was to sort the data by rate center. All listings for rate centers that are not part of the MSA were then removed, leaving only those listings for rate centers that are part of the MSA. At that point, both the residential and business listings were subtotaled by rate center, and Qwest's listings-to-lines ratios were applied to the rate center subtotals to estimate total CLEC facilities-based lines by rate center. One final step remained, however, before calculating total estimated line counts on an MSA-wide basis, and that was to make an adjustment for certain wire centers that are part of rate centers that are not *wholly* contained within the boundaries of the MSA. For example in Denver MSA there are nine wire centers that are part of the Denver rate center but not part of the Denver MSA, as the Denver rate center also extends into the Boulder MSA.

As previously explained, there is no way for Qwest to identify CLEC facilities-based lines at the wire center level. Therefore, in order to make a downward adjustment in line counts in the affected rate center (*i.e.*, the Denver rate center), Qwest used a surrogate to estimate appropriate reductions in CLEC line counts. For the affected rate center, Qwest calculated the percentages of its own business and residential retail lines that were attributable to wire centers that are also within the MSA boundary, and it applied those percentages to the corresponding rate center subtotals of CLEC facilities-based lines to derive the adjusted subtotals, as described in more detail below. Qwest acknowledges that there is no basis for assuming that the CLECs' distribution of lines within a particular rate center would match Qwest's distribution of retail lines, but absent any actual means of identifying CLEC lines that lay outside of the MSA boundary, this was a good-faith effort to avoid the overstatement of CLEC lines.

- For the Denver rate center in the Denver MSA, both business and residential CLEC counts were reduced by about **BEGIN HIGHLY CONFIDENTIAL*** ***END HIGHLY CONFIDENTIAL.**

Explanation of Listings-to-Lines Ratios Used by Qwest

The Qwest business and residence listings-to-lines ratios that Qwest applied to the rate center totals were developed on a region-wide basis; *i.e.*, Qwest listings-to-lines ratios were not separately calculated for each MSA. Non-published and non-listed numbers were not included in the listings counts. On a region-wide basis, Qwest's data indicates that about **BEGIN CONFIDENTIAL*** ***END CONFIDENTIAL** of its residential lines and about **BEGIN CONFIDENTIAL*** ***END CONFIDENTIAL** of its business lines are listed in the white pages directories, and those are the ratios that were applied to the CLEC facilities-based listings. That is, CLEC facilities-based business listings were divided by **BEGIN CONFIDENTIAL*** ***END CONFIDENTIAL** to derive estimated CLEC facilities-based business lines, and CLEC facilities-based residential listings were divided by **BEGIN CONFIDENTIAL*** ***END CONFIDENTIAL** to derive estimated CLEC facilities-based residential lines. While the rate of listings by its own customers is obviously not a *perfect* surrogate for the rate of listings by CLEC customers, Qwest believes it is a *reasonable* surrogate.

First, Qwest notes that many former Qwest customers who are now CLEC customers would likely have maintained a similar rate of white pages listings when they chose to leave Qwest and obtain service from a CLEC. Secondly, by using Qwest region-wide ratios rather than MSA-specific ratios as the basis for its estimates of CLEC facilities-based lines in the four MSAs, Qwest believes it was more likely to have *under*estimated CLEC line counts than to have *over*estimated them, particularly for business lines. Because business customers often elect to list only their primary telephone number in the white pages directory, there are significantly more business lines than business white pages listings. For larger businesses serving the metropolitan area of Denver, one would expect there to be a greater number of business lines per business white pages listing than is true for smaller businesses serving the expansive rural areas of the Qwest region. Yet the ratios Qwest used in its analysis of CLEC lines reflect the listings/lines relationships of Qwest's rural as well as urban areas. Therefore, Qwest maintains that its methodology has resulted in understated CLEC line estimates, especially with respect to business, and that position is largely borne out in the analysis that is presented in the next section.

In sum, Qwest agrees that its listings-to-lines ratios would not be exactly the same as the listings-to-lines ratios of its competitors, but Qwest does not have <u>access</u> to the listings-to-lines ratios of its competitors. Qwest is confident, however, that neither the business nor the residential ratio of its competitors is 1:1; that is, Qwest believes it is unreasonable to conclude that there is a published listing for every business customer and every residential customer of every competitor in the Denver MSA. Qwest could have assumed business and residence listings-to-lines ratios for its competitors that were somewhere <u>between</u> its own ratios and a ratio of 1:1, but it would have had even less basis for selecting that arbitrary point than others claim it has for assuming the ratios are the same as its own. Moreover, the data below lends further support to Qwest's position that use of the Qwest region-wide ratios did <u>not</u> inflate the facilities-based line counts of its competitors.

Qwest White Pages Listings Counts by MSA

As explained above, Qwest did not use MSA-specific listings in the development of the listings-to-lines ratios it applied to CLEC facilities-based listings in order to estimate CLEC facilities-based lines in the Denver MSA. However, Qwest has been asked to provide Qwest's business and residential white pages listings counts for the Denver MSA, and those counts are provided below. Qwest notes that the listings databases -- the database containing its own listings, as well as the database containing CLEC facilities-based listings -- are dynamic in nature. They are continually updated, and historical files do not exist. Therefore, Qwest can only provide listings counts that were extracted subsequent to this request. The listings counts shown below were extracted from the database on April 4, 2008. And **BEGIN HIGHLY CONFIDENTIAL*** ***END HIGHLY CONFIDENTIAL**, it would not be appropriate to develop listings-to-lines ratios using listings from April 2008 and lines from December 2007. Therefore, Qwest is also providing its business and residential retail line counts for the Denver MSA as of March 31, 2008.

Qwest Listings and Retail Access Lines Data – End of 1Q08
Denver MSA

*****BEGIN HIGHLY CONFIDENTIAL*****

	Qwest Listings As of 4/4/08	Retail Lines As of 3/31/08	Listings-to-Lines Ratio for Denver MSA	Region-wide Listings-to-Lines Ratio Used by Qwest
Business				
Residential				

*****END HIGHLY CONFIDENTIAL*****

This table shows that Qwest's use of MSA-specific listings-to-lines ratios would have resulted in higher derived counts of both CLEC facilities-based business and CLEC facilities-based residential lines than resulted from Qwest's use of the more conservative region-wide ratios.

"Exhibit B" Market Share Data Filed With Qwest's Recent Data Update

After reviewing the "Exhibit B" market share attachment filed with its recent data update, Qwest understands why there was a question regarding the entry of **BEGIN HIGHLY CONFIDENTIAL***" ***END HIGHLY CONFIDENTIAL** of Estimated CLEC Residential Lines." This entry should have read "Estimated Cable Residential Lines (**BEGIN HIGHLY CONFIDENTIAL*** ***END HIGHLY CONFIDENTIAL** of All Estimated CLEC Facilities-Based Residential Lines)." In other words, in the Denver MSA, the estimated residential lines of cable providers represented **BEGIN HIGHLY CONFIDENTIAL***** *****END HIGHLY CONFIDENTIAL** of all estimated CLEC facilities-based residential lines. The percentage of the facilities-based lines that are provided by cable telephone providers varies by MSA. In the Denver MSA, the percentage is **BEGIN HIGHLY CONFIDENTIAL *** ***END HIGHLY CONFIDENTIAL**. In other MSAs, the percentage may be different. Accordingly, **BEGIN HIGHLY CONFIDENTIAL*** ***END HIGHLY CONFIDENTIAL** was not used for all four MSAs.

Denver MSA
Attachment 5

Request 5: Provide details regarding the wire centers for which Qwest has received TRRO relief in each of the four MSAs. Identify where Qwest has filed for additional relief beyond what was received initially. What specific relief has Qwest already received and what relief has Qwest sought in petitions that are pending?

Response: In 2006, Qwest petitioned the Colorado Public Utilities Commission and five other state commissions for approval of non-impairment status for an initial list of wire centers per the criteria established in the *TRRO*. These designations were contested by CLECs and some state commission staffs. As the contested case proceedings progressed, Qwest also sought to resolve *TRRO* non-impairment designations and other *TRRO* issues via negotiations with a coalition of CLECs. After months of negotiation, in mid-2007, Qwest and the CLECs reached a settlement on Colorado and five other states (Arizona, Minnesota, Oregon, Utah and Washington). This settlement included an agreement on the initial list of non-impaired wire centers.

Following is the agreed to list of non-impaired wire centers for the Denver MSA, with the non-impairment classification.

TRRO – Non-Impaired Wire Centers
Denver MSA

Wire Center	CLLI Code	Non-impairment Classification	Non-impaired Elements
Aberdeen	ENWDCOAB	Tier 2	DS3 Transport
Arvada	ARVDCOMA	Tier 2	DS3 Transport
Aurora	AURRCOMA	Tier 2	DS3 Transport
Capitol Hill	DNVRCOCH	Tier 1	DS1 and DS3 Transport
Curtis Park	DNVRCOCP	Tier 1	DS1 and DS3 Transport
Denver East	DNVRCOCEA	Tier 1, DS3	DS1 and DS3 Transport; DS3 Loops
Denver Main	DNVRCOMA	Tier 1, DS3	DS1 and DS3 Transport; DS3 Loops
Denver South	DNVRCOSO	Tier 2	DS3 Transport
Denver Southeast	DNVRCOSE	Tier 2	DS3 Transport
Dry Creek	DNVRCODC	Tier 1, DS3	DS1 and DS3 Transport; DS3 Loops
Lakewood	LKWDCOMA	Tier 2	DS3 Transport
Northglenn	NGLNCOMA	Tier 2	DS3 Transport
Sullivan	DNVRCOSL	Tier 1	DS1 and DS3 Transport

On February 19, 2008 an Administrative Law Judge ("ALJ") issued an initial order: ALJ Recommended Order 2-19-08, which recommends adopting non-impaired wire center designations for the Denver MSA as listed above, with the exception of one wire center -- Northglenn. The ALJ has recommended Tier 1 designation for this wire center rather than Tier 2. The Colorado Public Utilities Commission has not issued a final decision.

Additional Requests for non-impairment

In June of 2007, Qwest requested additional non-impairment status for certain wire centers, based on more recent business line and collocation data. This request includes requests for relief in the following Denver MSA wire centers.

TRRO Non-impaired Wire Centers
Denver MSA

Wire Center	CLLI Code	Tier	Elements for which Qwest Requested a Non-impairment Finding
Broomfield Main	BRFDCOMA	Tier 2	DS3 Transport & Dark Fiber
Dry Creek	DVNRCODC	Tier 1	DS1 and DS3 Transport; Dark Fiber; DS1 and DS3 Loops
Aberdeen	ENWDCOAB	Tier 1	DS3 Transport & Dark Fiber

The Colorado Public Utilities Commission has not yet acted on Qwest's request that it find these elements non-impaired in additional wire centers.